

RESTATED ARTICLES OF INCORPORATION OF HUMANITIES MONTANA

Adopted by Humanities Montana Board of Directors June 8, 2012

A MONTANA PUBLIC BENEFIT CORPORATION

Pursuant to the provisions of Title 35, Chapter 2 of the Montana Codes Annotated, the following Restated Articles of Incorporation have been duly approved and adopted.

1. **Name.** The name of the Corporation is Humanities Montana.
2. **Duration.** The period of its duration is perpetual.
3. **Members.** The Corporation shall not have members.
4. **Public Benefit.** The Corporation is a Public Benefit Corporation.
5. **Purposes.** The Corporation is organized and shall be operated not for profit but exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, and more particularly for such purposes as qualify it as an affiliate of the National Endowment for the Humanities established under the provisions of 20 United State Code Sections 956 *et. seq.*
6. **Powers.** The Corporation shall have and exercise all rights and powers conferred on nonprofit corporations under Section 35-2-118 of the Montana Nonprofit Corporation Act, *provided*, however, that the Corporation shall not engage in any activities or exercise any powers that are not in furtherance of charitable purposes as that term is defined under the regulations for Section 501(c)(3) of the Internal Revenue Code of 1986, as amended.
7. **Directors.** The Corporation will be governed by a Board of Directors, who shall be elected and appointed in the manner provided by the Corporation's Bylaws.
8. **Registered Agent and Office.** The address of the Corporation's registered office at the time of the adoption of these Restated Articles of Incorporation is 311 Brantly Hall, The University of Montana, Missoula, Montana 59812-8214. The name of the registered agent at such address as of the adoption of these Restated Articles of Incorporation is Kenneth V. Egan Jr.

- 9. **Restricted Activities.** No substantial part of the Corporation’s activities shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene (including the publishing or distribution of statements) in any political campaign on behalf of or in opposition to any candidate for public office.

- 10. **Prohibited Activities.** Notwithstanding any other provision of these Articles, the Corporation shall not carry on any activities not permitted to be carried on (i) by a corporation exempt from federal income tax under Section 501(c)(3), or the corresponding section of any future federal tax code, or (ii) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, or any corresponding section of any future federal tax code.

- 11. **Prohibited Distributions.** No part of the net earnings, properties or assets of the Corporation, on dissolution or otherwise, shall inure to the benefit of, or be distributable to, its directors, officers, or other private person or individual, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Section 5.

- 12. **Dissolution.** Upon dissolution of the Corporation, the Board of Directors shall, after paying or providing for a payment of all of the liabilities of the Corporation, distribute all of the remaining assets of the Corporation exclusively for the purposes of the Corporation and the purposes set forth in Section 501(c)(3) of the Internal Revenue Code. Any assets not so distributed shall be disposed of by the District Court of the County in which the principal office of the Corporation is then located, exclusively for the purposes or to the organization or organizations organized and operated for the purposes as the Court shall determine.

- 13. **No Personal Liability.** There shall be no personal liability of any Directors to the Corporation for monetary damages for breach of a Director’s duties to the Corporation, provided that this limitation shall not apply to a breach of the Director’s duty of loyalty to the Corporation, for acts or omissions not in good faith or involving intentional misconduct or a knowing violation of the law, for transactions from which the Director derives an improper personal economic benefit, or as otherwise limited in Section 35-2-213(2)(e) of the Montana Nonprofit Corporation Act or its successor.

- 14. **Restatement of Articles.** These Restated Articles of Incorporation supersede the heretofore existing Articles of Incorporation and all amendments thereto.

DATED this _____ day of _____, 2012.

By: _____
 Board Chair

By: _____
 Executive Director